UNITED NATURAL FOODS INC

Form 4

September 12, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **GRILLEA THOMAS JOHN**

2. Issuer Name and Ticker or Trading

Symbol

UNITED NATURAL FOODS INC

[UNFI]

(Check all applicable)

Issuer

below)

Director 10% Owner

Other (specify

C/O UNITED NATURAL FOODS,

(First)

INC., 313 IRON HORSE WAY

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

09/10/2013

6. Individual or Joint/Group Filing(Check

Divisional President

5. Relationship of Reporting Person(s) to

Applicable Line)

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

PROVIDENCE, RI 02908

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	09/10/2013		M	1,835	A	\$0	1,835	D	
Common Stock	09/10/2013		F(1)	679	D	\$ 59.59	1,156	D	
Common Stock	09/10/2013		A(2)	1,565	A	\$ 0	2,721	D	
Common Stock	09/10/2013		F(3)	579	D	\$ 60.31	2,142	D	
Common Stock	09/11/2013		M	2,559	A	\$ 0	4,701	D	

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Common Stock	09/11/2013	F(4)	947	D	\$ 58.81	3,754	D		
Common Stock						1,428	I	See footnote (5)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									
information required to			contair respond	and to the collect ned in this form d unless the for y valid OMB cor	are not m	SEC 1474 (9-02)			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 (6)	09/10/2013		M		1,835	<u>(7)</u>	<u>(7)</u>	Common Stock	1,835	\$
Restricted Stock Unit	\$ 0 (6)	09/11/2013		M		2,559	<u>(7)</u>	<u>(7)</u>	Common Stock	2,559	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GRILLEA THOMAS JOHN C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908			Divisional President					

Signatures

Lisa N'Chonon, Power-of-Attorney, 09/12/2013 in-fact

**Signature of Reporting Person Date

Reporting Owners 2

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Explanation of Responses:

UNFI Stock Fund as of September 9, 2013.

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- On September 10, 2013, 1,835 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. Of these shares, the Company withheld 679 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
 - On September 10, 2013, the Compensation Committee of the Board of Directors of United Natural Foods, Inc. (the "Company") reviewed the Company's total shareholder return versus a peer group and return on invested capital for fiscal 2013 (the "Performance Period") in
- (2) comparison to performance targets with respect to performance units awarded to the reporting person on September 12, 2011. After reviewing the Company's financial performance in comparison to the performance targets, the Compensation Committee approved the vesting of 1,565 performance units and the resulting issuance of 1,565 shares of the Company's Common Stock to the reporting person, both of which were effective as of the last day of the Performance Period.
- Following the Compensation Committee's determination regarding the vesting of the performance units described in footnote 2, the (3) Company retained 579 of the shares issuable to the reporting person to satisfy the related tax withholding obligations based on the Company's closing stock price on the last day of the Performance Period.
- (4) On September 11, 2013, 2,559 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 947 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- Includes 1,011 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock

 (5) Ownership Plan and 417 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's
- (6) Each restricted stock unit represents the right to receive one share of United Natural Foods, Inc. common stock upon vesting in accordance with the terms of the reporting person's restricted stock unit agreement.
- (7) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.

 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.